

**SYMBIONT.IO HOLDINGS, INC.**  
(a Delaware Corporation)

**Resolutions of the Board of Directors  
in Lieu of Meeting**

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November 30, 2022

The following are resolutions approved by the Board of Directors (the “**Board**”) of **SYMBIONT.IO HOLDINGS, INC.**, a Delaware corporation (the “Corporation”), at a meeting held on the date listed above.

Symbiont.io, LLC Chapter 11 Filing

**WHEREAS**, the Corporation is the owner of all of the issued and outstanding equity interests in Symbiont.io, LLC, a Delaware limited liability company (“**Symbiont LLC**”);

**WHEREAS**, Symbiont LLC is the entity through which all of the Corporation’s commercial operations are run and all of the Corporation’s intellectual property is held;

**WHEREAS**, Symbiont LLC does not have available funds to pay amounts owed to LM Funding America, Inc. (“**LM Funding**”) pursuant to that certain Secured Promissory Note and Loan Agreement dated December 1, 2021 (the “**LM Funding Note**”), which amount is due on December 1, 2022;

**WHEREAS**, LM Funding has a security interest in all of the assets of Symbiont LLC and despite efforts by the Corporation to reach agreement on commercially reasonable forbearance terms with LM Funding, the Board has determined that no such agreement can be achieved prior to the time repayment is due; and

**WHEREAS**, despite diligent and urgent efforts by the Corporation throughout 2022 to raise additional capital to fund Symbiont LLC’s operations and pay obligations due under the LM Funding Note, the Corporation has not been able to raise any such additional capital;

**WHEREAS**, after careful consideration, the Board, on behalf of the Corporation in its capacity as sole member of Symbiont LLC, has determined that it is advisable and in the best interests of the Corporation and its stockholders for Symbiont LLC to file a petition for bankruptcy protection under Chapter 11 of the United States Bankruptcy Code (the “**Chapter 11 Petition**”).

**NOW, THEREFORE, BE IT**

**RESOLVED**, that Symbiont LLC is hereby authorized to file the Chapter 11 Petition in the United States District Court for the Southern District of New York, and that the Chapter 11 Petition for Bankruptcy attached hereto as **Exhibit A** (the “**Petition**”), be, and hereby is, in all respects authorized, adopted and approved; and that the proper officers of the Symbiont LLC be, and they hereby are, authorized to execute and deliver, in the name and on behalf of the Corporation and/or Symbiont LLC, the Chapter 11 Petition with such additions, deletions or other modifications thereto as the officer or officers executing and delivering the Petition shall, in their sole discretion, deem necessary or appropriate, such determination to be evidenced conclusively by their execution and delivery thereof.

**Further Actions**

**RESOLVED**, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to do and perform or cause to be done and performed all such acts, deeds and things, and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name or on behalf of the Corporation, as each such person may deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolutions.

**RESOLVED**, that any and all actions taken by any of the officers of the Corporation on behalf of the Corporation with respect to the foregoing transactions and resolutions be, and they hereby are, in all respects ratified and approved.

**RESOLVED**, that the “proper officers” of the Corporation shall mean the Chief Executive Officer, the President or any Vice President, the Treasurer or any Assistant Treasurer, and the Secretary or any Assistant Secretary.